

CERTIFICATE OF OWNERSHIP

MERGING

COMMERCIAL DISCOUNT CORPORATION, a New York Corporation

INTO

COMMERCIAL DISCOUNT CORPORATION, a Delaware Corporation

**(Pursuant to Section 253 of the General
Corporation Law of Delaware)**

Commercial Discount Corporation, a corporation incorporated as Commercial Receivables Discount Corporation, on the 14th day of October, 1936, pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of:

COMMERCIAL DISCOUNT CORPORATION

which corporation is incorporated under the laws of the State of New York, and that this corporation, by a resolution of its board of directors duly adopted by unanimous written consent on the 30 day of September, 1970, determined to and did merge into itself said corporation which resolution is in the following words to wit:

"Whereas this corporation lawfully owns all the outstanding stock of:

COMMERCIAL DISCOUNT CORPORATION

which corporation is organized and existing under the laws of New York, and

Whereas this corporation desires to merge into itself, the said corporation and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

Now, Therefore, be it


Resolved, that this corporation merge into itself, and it does hereby merge into itself said corporation and assumes all of the liabilities and obligations of said New York Corporation, and

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Further Resolved, that the president or the executive vice president, and the secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolution to merge said corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

Further Resolved, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Commercial Discount Corporation, a Delaware corporation has caused its corporate seal to be affixed and this certificate to be signed by Frank R. Bergen its Executive Vice President, and Robert E. Stoneberg its Secretary, this 4th day of November A.D., 1970.



Frank R. Bergen
Executive Vice President



Robert E. Stoneberg
Secretary



(Corporate Seal)

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State of Illinois)) S.S.
County of Cook)

Be it remembered that on this 4th day of November A.D., 1970, personally came before me Edward C. McCune, a Notary Public in and for the County and State aforesaid, Frank R. Bergen and Robert E. Stoneberg, Executive Vice President and Secretary of a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and they the said Frank R. Bergen and Robert E. Stoneberg as such Executive Vice President and Secretary, duly executed the said certificate before me and each acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true: that the signatures of the said Executive Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Executive Vice President and Secretary of said corporation respectively, and that the seal affixed to the certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand the day and year aforesaid.



Edward C. McCune
NOTARY PUBLIC
STATE OF ILLINOIS
CERTIFICATE FILED IN COOK COUNTY

MY COMMISSION EXPIRES

3-30-71

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